

Murff Ronald D
 Form 4
 February 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Murff Ronald D

2. Issuer Name and Ticker or Trading Symbol
 Guaranty Financial Group Inc.
 [GFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8333 DOUGLAS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr Exec VP & CFO

DALLAS, TX 75225
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2009	02/03/2009	M	687 ⁽¹⁾ A \$ 1.65	17,114	D	
Common Stock	02/03/2009	02/03/2009	D	687 ⁽¹⁾ D \$ 1.65	16,427	D	
Common Stock					1,894 ⁽²⁾	I	By Trustee of 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy) <u>(3)</u> <u>(4)</u>	\$ 8.5					02/04/2001 02/04/2010	Common Stock	2,666
Option (right to buy) <u>(3)</u> <u>(5)</u>	\$ 7.55					02/02/2002 02/02/2011	Common Stock	2,666
Option (right to buy) <u>(3)</u> <u>(6)</u>	\$ 8.51					02/01/2003 02/01/2012	Common Stock	3,333
Option (right to buy) <u>(3)</u> <u>(7)</u>	\$ 5.57					02/07/2004 02/07/2013	Common Stock	3,333
Option (right to buy) <u>(3)</u> <u>(8)</u>	\$ 9.64					02/06/2005 02/06/2014	Common Stock	1,666
Option (right to buy) <u>(3)</u> <u>(9)</u>	\$ 13					02/04/2006 02/04/2015	Common Stock	1,666
Option (right to buy) <u>(3)</u> <u>(10)</u>	\$ 17.36					02/03/2007 02/03/2016	Common Stock	1,708
Option (right to buy) <u>(3)</u> <u>(11)</u>	\$ 19.61					02/02/2008 02/02/2017	Common Stock	1,708
Restricted Stock <u>(1)</u> <u>(3)</u>	<u>(1)</u>	02/03/2009	02/03/2009	M	687	<u>(1)</u> <u>(1)</u>	Common Stock	687

Restricted Stock ⁽³⁾ <u>(12)</u>	<u>(12)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	687
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murff Ronald D 8333 DOUGLAS AVENUE DALLAS, TX 75225			Sr Exec VP & CFO	

Signatures

Scott A. Almy signed on behalf of Ronald D. Murff	02/05/2009
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 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units vested effective 02/03/2009 and were settled in cash based on the fair market value on the vesting date.
Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Guaranty Financial Group Inc. Savings and Retirement Plan according to the latest report of the Plan Administrator. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
 - (2) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
 - (3) Options Vesting Schedule - exercise price \$8.50: Options Exercisable 02/04/2001 - 533; Options Exercisable 02/04/2002 - 533; Options Exercisable 02/04/2003 - 533; Options Exercisable 02/04/2004 - 533; and Options Exercisable 02/04/2005 - 534.
 - (4) Options Vesting Schedule - exercise price \$7.55: Options Exercisable 02/01/2002 - 666; Options Exercisable 02/01/2003 - 667; Options Exercisable 02/01/2004 - 667; and Options Exercisable 02/01/2005 - 666.
 - (5) Options Vesting Schedule - exercise price \$8.51: Options Exercisable 02/01/2003 - 833; Options Exercisable 02/01/2004 - 833; Options Exercisable 02/01/2005 - 833 and Options Exercisable 02/01/2006 - 834.
 - (6) Options Vesting Schedule - exercise price \$5.57: Options Exercisable 02/07/2004 - 833; Options Exercisable 02/07/2005 - 833; Options Exercisable 02/07/2006 - 833; and Options Exercisable 02/07/2005 - 834.
 - (7) Options Vesting Schedule - exercise price \$9.64: Options Exercisable 02/06/2005 - 416; Options Exercisable 02/06/2006 - 417; Options Exercisable 02/06/2007 - 417 and Options Exercisable 02/06/2008 - 416.
 - (8) Options Vesting Schedule - exercise price \$13.00: Options Exercisable 02/04/2006 - 416; Options Exercisable 02/04/2007 - 417; Options Exercisable 02/04/2008 - 417 and Options Exercisable 02/04/2009 - 416.
 - (9) Options Vesting Schedule - exercise price \$17.36: Options Exercisable 02/03/2007 - 427; Options Exercisable 02/03/2008 - 427; Options Exercisable 02/03/2009 - 427 and Options Exercisable 02/03/2010 - 427.
 - (10) Options Vesting Schedule - exercise price \$19.61: Options Exercisable 02/02/2008 - 427; Options Exercisable 02/02/2009 - 427; Options Exercisable 02/02/2010 - 427 and Options Exercisable 02/02/2011 - 427.
 - (11) Restricted Stock Units that vest effective 02/02/2010 and will be settled for cash based on the fair market value on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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